

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

W.R. GRACE & CO., et al.

Debtors.

Chapter 11

Case No. 01-01139 (JKF)

(Jointly Administered)

**FIFTH SUPPLEMENTAL DECLARATION OF ROGER FRANKEL UNDER
FED. R. BANKR. P. 2014 AND 5002 IN SUPPORT OF APPLICATION
FOR AN ORDER AUTHORIZING RETENTION AND EMPLOYMENT OF
ORRICK, HERRINGTON & SUTCLIFFE LLP AS BANKRUPTCY COUNSEL
TO DAVID T. AUSTERN AS FUTURE CLAIMANTS' REPRESENTATIVE**

I, ROGER FRANKEL, state:

1. I am a partner in the law firm of Orrick, Herrington & Sutcliffe LLP ("Orrick"), and maintain an office for the practice of law at The Washington Harbour, 3050 K Street, N.W., Washington, D.C. 20007. I am admitted to practice law before the Bars of the District of Columbia and the State of Maryland, and am authorized to execute this Fifth Supplemental Declaration on behalf of Orrick. Orrick is bankruptcy counsel to David T. Austern, the Future Claimants' Representative appointed by the Court in the above-captioned cases (the "FCR"), pursuant to an Order entered on May 8, 2006, which authorizes Orrick's employment effective as of February 6, 2006.

2. On March 9, 2006, I submitted my declaration pursuant to Rules 2014 and 5002 of the Federal Rules of Bankruptcy Procedure (the "Rules") in support of the Application of the FCR seeking the entry of an Order authorizing the retention and employment of Orrick as his bankruptcy counsel (the "Application") (Dkt. No. 12022). On August 1, 2006, I submitted my first supplemental declaration pursuant to the Rules in support of the Application (Dkt. No.

12896). On August 21, 2006, I submitted my second supplemental declaration pursuant to the Rules in support of the Application (Dkt. No. 13019). On October 18, 2006, I submitted my third supplemental declaration pursuant to the Rules in support of the Application (Dkt. No. 13421) and on October 27, 2006, I submitted my fourth supplemental declaration pursuant to the Rules in support of the Application (Dkt. No. 13509).

3. Except as is otherwise provided below, the facts set forth in this declaration are based upon my personal knowledge, upon records maintained by Orrick in the ordinary course of its business which have been reviewed by me and/or by other partners or employees of Orrick at my direction, or upon information known by other partners or employees of Orrick and conveyed to me.

4. I make this Fifth Supplemental Declaration out of an abundance of caution, and not because I believe the matters set forth herein are within the scope of Rules 2014 or 5002.

5. On May 14, 2007, Tiffany J. Wood ("Ms. Wood") joined Orrick as a Recruiting Manager in the Washington D.C. office. Between 2003 and 2005, Ms. Wood was employed as a project assistant at Kirkland & Ellis LLP ("Kirkland"). While employed by Kirkland, Ms. Wood assisted Kirkland attorneys representing the Debtors in these proceedings.

6. Although there is no conflict between Orrick's continuing representation of the FCR in these bankruptcy cases and Ms. Wood's prior employment as a project assistant at Kirkland, out of an abundance of caution, Orrick has established an ethical wall between Ms. Wood and the Orrick lawyers and staff working on these cases, such that Ms. Wood is not to work on or in any way be involved in any matter or any discussion relating to these bankruptcy proceedings. Ms. Wood is not to be given access to any files or other information or communications relating to these bankruptcy proceedings. Further, Ms. Wood is not to

communicate with any Orrick lawyers or staff involved in these matters, and such Orrick lawyers and staff are not to communicate with Ms. Wood, with respect to information she may have, if any, regarding her prior assistance of attorneys representing the Debtors in these cases.

7. Orrick will use reasonable efforts to identify any additional relevant fact or relationship not previously disclosed. If any such fact or relationship is discovered, Orrick will, as soon as reasonably practicable, file additional supplemental declarations with the Court.

* * * * *

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information and belief.



Roger Frankel

Executed on May 18, 2007